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STATE MS.-DESOTO CO.

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W.E. DAVIS CH. CLK.

MEMORANDUM OF LEASE

Pursuant to R 14 of the Lease.

This is a Memorandum of Lease for the Lease executed on **8/6/2002**, between **Subway Real Estate Corp.** a corporation organized under the laws of the State of Delaware, having its principal office at 325 Bic Drive, Milford, CT 06460, hereinafter called "the Tenant," and **Robert H. Johnston**, having its principal office at: , **3545 Pleasant Hill Rd, Nesbit, MS 38651** hereinafter called "the Landlord."

For the purpose of this document and/or the Lease, as well as any exhibits/schedules executed by the Landlord and Tenant, if applicable, the terms "Landlord" and "Lessor" or "Tenant" and "Lessee" as used shall be deemed synonymous.

The Landlord leases to the Tenant the premises as described in the Lease:

1. Premises:

Store Number: **26866** approximately: **1800** Square Feet.

Located at: **3231 Goodman Rd. Ste 1, Southaven, MS, 38671**

State of: **MS** County of: **DE SOTO**

2. Term:

The Lease is for a term of **5 years** to commence on **01/01/2003** and terminate on **12/31/2007**.

3. Renewal (Option) Periods:

The Tenant shall have the right to renew this lease for: **1 - 5 years** option(s)

Within ten (10) days of the expiration or earlier termination of this lease, Tenant, upon Landlord's request, shall deliver to Landlord an executed Memorandum of Termination of Lease.

Landlord and Tenant agree that any conflict between the terms of the Master Lease and the provisions of this Memorandum of Lease shall be resolved in favor of this Memorandum of Lease.

Prepared by, and return to:
Subway Real Estate Corp.
R. Asper, Lease Recording
325 Bic Drive ~ Milford, CT 06460
800-888-4848, Ext. 1435

In Witness Whereof the "Tenant" has hereunto executed this document this 27th
day of April, 2004.

Tenant: Subway Real Estate Corp.



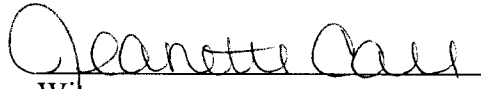
John C. Devine, Its: Vice President



Witness

Kim Wagner

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Witness

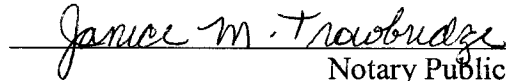
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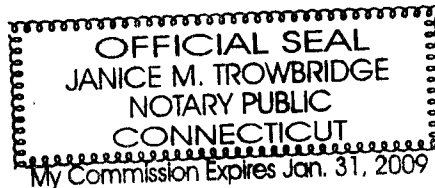
COUNTY OF NEW HAVEN

On this the 27th day of April in the Year 2004,
before me, the undersigned, a Notary Public in and for said State, personally appeared
John C. Devine, Vice President of Subway Real Estate Corp., personally known to me or
proved to me on the basis of satisfactory evidence to be the individual whose name is
subscribed to the within instrument and acknowledge to me that he executed the same in
his capacity, and that by his signature on the instrument, the individual, or the person
upon behalf of which the individual acted, executed the instrument.



Notary Public

(Notarial Seal)



My Commission expires January 31, 2009